

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

INTEGRATED HEALTH SERVICES)
OF CLIFF MANOR, INC., a Delaware corporation,)
INTEGRATED HEALTH SERVICES AT)
RIVERBEND, INC., a Delaware Corporation,)
INTEGRATED HEALTH SERVICES AT)
SOMERSET VALLEY, INC., A Delaware)
corporation, ALPINE MANOR, INC., a)
Pennsylvania corporation, INTEGRATED)
HEALTH GROUP, INC., a Pennsylvania)
corporation, SPRING CREEK OF IHS, INC., a)
Pennsylvania corporation, FIRELANDS OF IHS,)
INC., a Pennsylvania corporation, ELM CREEK)
OF IHS, INC., a Pennsylvania corporation, IHS)
LONG TERM CARE SERVICES, INC., a)
Delaware corporation,)

Plaintiffs,

V.

THCI COMPANY LLC,

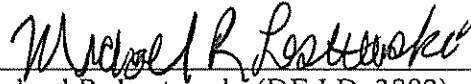
Defendant.

Civil Action No. 04-910

MOTION TO DISMISS “SECOND AMENDED COUNTERCLAIMS”

Plaintiffs Integrated Health Services of Cliff Manor, Inc., *et al* (“IHS”) and proposed Counterclaim Defendant Abe Briarwood Corp. (“Briarwood”) hereby move this Court for an order dismissing with prejudice the Second Amended Counterclaims filed by Defendant THCI Compay LLC, pursuant to Rules 12(b), 12(b)(2), 12(b)(4) and 12(b)(5) of the Federal Rules of Civil Procedure, made applicable to this proceeding by Rule 7012 of the Federal Rules of Bankruptcy Procedure. In support thereof, IHS and Briarwood respectfully submit the accompanying Brief and Declaration of Amos Alter in support thereof.

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Services of Cliff Manor, Inc. et al. and Proposed
Counterclaim Defendant Abe Briarwood Corp.*